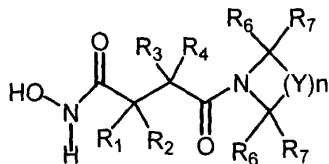


What is claimed is:

1. A compound of Formula (I):

5



wherein:

R_1 is hydrogen, halo, -OH, - R_8OR_9 , - R_9 , - OR_9 , -SH, - SR_9 , - NH_2 , - NHR_9 -
 10 NR_9R_{10} , - $NHC(=O)H$, - $NR_9C(=O)H$, - $NHC(=O)R_9$, - $NR_9C(=O)R_{10}$, - $NHC(=O)NH_2$,
 - $NR_9C(=O)NH_2$, - $NHC(=O)NHR_9$, - $NHC(=O)NR_9R_{10}$, - $NR_9C(=O)NR_9R_{10}$,
 - $NHC(=O)OR_9$, - $NR_9C(=O)OR_{10}$, - $NHS(=O)_2R_9$, - $NR_9S(=O)_2R_{10}$, - $NHS(=O)_2OR_9$, or
 - $NR_9S(=O)_2OR_{10}$ where R_8 is selected from the group consisting of - C_1 - C_{12} alkylene,
 substituted alkylene, or heteroalkylene, - C_1 - C_{12} alkenylene, substituted alkenylene, or
 15 heteroalkenylene, - C_1 - C_{12} alkynylene, substituted alkynylene, or heteroalkynylene,
 and -(C_1 - C_8 alkylene or substituted alkylene) $_{n1}$ -(C_3 - C_{12} arylene or heteroarylene)-(C_1 -
 C_8 alkyl or substituted alkyl) $_{n2}$ where $n1$ and $n2$ are independently 0 or 1; and R_9 , R_{9a}
 and R_{10} are independently selected from the group consisting of - C_1 - C_{12} alkyl,
 substituted alkyl, or heteroalkyl, - C_1 - C_{12} alkenyl, substituted alkenyl, or
 20 heteroalkenyl, - C_1 - C_{12} alkynyl, substituted alkynyl, or heteroalkynyl, and -(C_1 - C_8
 alkyl or substituted alkyl) $_{n3}$ -(C_3 - C_{12} arylene or heteroarylene)-(C_1 - C_8 alkyl or
 substituted alkyl) $_{n4}$ where $n3$ and $n4$ are independently 0 or 1;

R_2 is independently hydrogen or - R_9 wherein R_9 is as defined above;

R_3 is hydrogen, halo, - R_{11} , -OH, - OR_{11} , - $R_{12}OR_{11}$, -SH, - SR_{11} , - NH_2 , - NHR_{11} ,
 25 - $NR_{11}R_{13}$, - $NHC(=O)H$, - $NR_{11}C(=O)H$, - $NHC(=O)R_{11}$, - $NR_{11}C(=O)R_{13}$,
 - $NHC(=O)NH_2$, - $NR_{11}C(=O)NH_2$, - $NHC(=O)NHR_{11}$, - $NHC(=O)NR_{11}R_{13}$,
 - $NR_{11}C(=O)NR_{11a}R_{13}$, - $NHC(=O)OR_{11}$, - $NR_{11}C(=O)OR_{13}$, - $NHS(=O)_2R_{13}$,
 - $NR_{11}S(=O)_2R_{13}$, - $NHS(=O)_2OR_{11}$, or - $NR_{11}S(=O)_2OR_{13}$, where R_{12} is selected from
 the group consisting of - C_1 - C_{12} alkylene, substituted alkylene, or heteroalkylene, - C_1 -
 30 C_{12} alkenylene, substituted alkenylene, or heteroalkenylene, - C_1 - C_{12} alkynylene,
 substituted alkynylene, or heteroalkynylene, and -(C_1 - C_8 alkylene or substituted
 alkylene) $_{n5}$ -(C_3 - C_{12} arylene or heteroarylene)-(C_1 - C_8 alkyl or substituted alkyl) $_{n6}$

where n5 and n6 are independently 0 or 1; and R₁₁, R_{11a} and R₁₃ are independently selected from the group consisting of -C₁-C₁₂ alkyl, substituted alkyl, or heteroalkyl, -C₁-C₁₂ alkenyl, substituted alkenyl, or heteroalkenyl, -C₁-C₁₂ alkynyl, substituted alkynyl, or heteroalkynyl, and -(C₁-C₈ alkyl or substituted alkyl)_{n7}-(C₃-C₁₂ arylene or heteroarylene)-(C₁-C₈ alkyl or substituted alkyl)_{n8} where n7 and n8 are independently 0 or 1;

R₄ is hydrogen or -R₁₁ where -R₁₁ is as defined above;

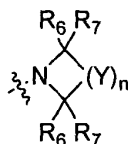
n is an integer from 1 to 5;

zero or one Y is selected from the group consisting of -O-, -NR₁₁- where R₁₁ is as defined above, and -S-, and all remaining Y are -CR₆R₇- where R₆ and R₇ are each independently selected from the group consisting of hydrogen, -R₁₄, -OH, -OR₁₄, -SH, -SR₁₄, -NH₂, -NHR₁₄, -NR₁₄R₁₅, -C(=O)H, -C(=O)R₁₄, -C(=O)NH₂, -C(=O)NHR₁₄, -C(=O)NR₁₄R₁₅, -C(=O)OH, -C(=O)OR₁₄, -C(=O)SH, -C(=O)SR₁₄, -C(=O)CH₃, -C(=O)CH₂R₁₄, -C(=O)CHR₁₄R₁₅, -C(=O)CR₁₄R₁₅R₁₆, -C(=O)OCH₃, -C(=O)OCH₂R₁₄, -C(=O)OCHR₁₄R₁₅, -C(=O)OCR₁₄R₁₅R₁₆, -S(=O)₂NH₂, -S(=O)₂NHR₁₄, -S(=O)₂NR₁₄R₁₅, -NHC(=O)H, -N(R₁₄)C(=O)H, -NHC(=O)R₁₅, -N(R₁₄)C(=O)R₁₅, -NHC(=O)OR₁₄, -NHS(=O)₂H, -N(R₁₄)S(=O)₂H, -NHS(=O)₂OR₁₅, -N(R₁₄)S(=O)₂OR₁₅, -N(H)S(=O)₂R₁₅, -N(R₁₄)S(=O)₂R₁₅ and where two vicinal R₆ or R₇ groups combine to form a substituted or unsubstituted -C₄-C₁₀ cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group where R₁₄, R₁₅ and R₁₆ are each independently selected from the group consisting of -C₁-C₁₂ alkyl, substituted alkyl, or heteroalkyl, -C₁-C₁₂ alkenyl, substituted alkenyl, or heteroalkenyl, -C₁-C₁₂ alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C₁-C₈ alkyl or substituted alkyl)_{n9}-(C₃-C₁₂ arylene or heteroarylene)-(C₁-C₈ alkyl or substituted alkyl)_{n10} where n9 and n10 are independently 0 or 1; or when R₁₄ and R₁₅ are attached to a nitrogen atom they can combine to form a substituted or unsubstituted -C₄-C₁₀ cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group; or a pharmaceutically acceptable salt thereof.

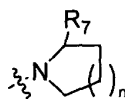
2. The compound of Claim 2 wherein R₁ is halo.
3. The compound of Claim 2 wherein R₁ is fluoro.
4. The compound of Claim 3 wherein R₂ and R₄ are hydrogen.

5. The compound of Claim 4 wherein R₃ is alkyl.
6. The compound of Claim 5 wherein the

5



group is a group of formula:

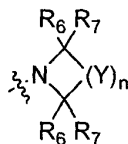


10 wherein:

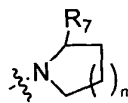
n is 1; and

R₇ is -C(=O)NR₁₄R₁₅ where R₁₄ and R₁₅ are independently selected from the group consisting of hydrogen, -(C₁-C₁₂) alkyl, substituted alkyl, or heteroalkyl, -(C₁-C₁₂) alkenyl, substituted alkenyl, or heteroalkenyl, -(C₁-C₁₂) alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C₁-C₈ alkyl or substituted alkyl)_{n9}-(C₃-C₁₂ arylene or heteroarylene)-(C₁-C₈ alkyl or substituted alkyl)_{n10} where n₉ and n₁₀ are independently 0 or 1; or R₁₄ and R₁₅ combine to form a substituted or unsubstituted - (C₄-C₁₀)cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

20 7. The compound of Claim 5 wherein the



group is a group of formula:



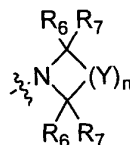
wherein:

n is 1; and

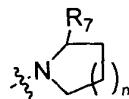
- 5 R₇ is -C(=O)NR₁₄R₁₅ where R₁₄ and R₁₅ are each independently hydrogen or - (C₁-C₁₂) alkyl, alkoxy, aryl, heteroaryl or R₁₄ and R₁₅, when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

8. The compound of Claim 5 wherein the

10



group is a group of formula:



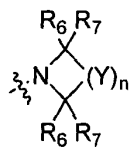
- 15 wherein:

n is 1; and

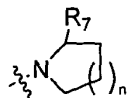
R₇ is -C(=O)NHR₁₅ where R₁₅ is H or -(C₁-C₁₂) alkyl, aryl, or heteroaryl or -C(=O)NR₁₄R₁₅ where R₁₄ and R₁₅ form a substituted or unsubstituted -(C₄-C₁₀)cyclic heteroalkyl.

20

9. The compound of Claim 5 wherein the



group is a group of formula:



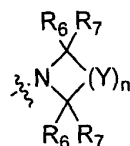
5 wherein:

n is 1; and

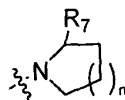
- R₇ is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenylaminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl, cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-yl-

methylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenylaminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylaminocarbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-ylcarbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperidin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

10. The compound of Claim 5 wherein the



15 group is a group of formula:

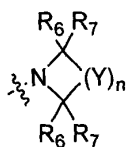


wherein:

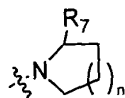
n is 1; and

20 *R*₇ is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl; and the stereochemistry at the C2 carbon atom of the pyrrolidine ring, i.e., carbon carrying the *R*₇ group is (*S*) and *R*₃ is *n*-butyl.

25 11. The compound of Claim 5 wherein the



group is a group of formula:

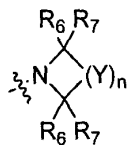


5 wherein:

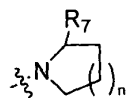
n is 1; and

R₇ is -C(=O)OR₁₄ where R₁₄ is hydrogen or -(C₁-C₁₂) alkyl, alkoxy, aryl, or heteroaryl.

10 12. The compound of Claim 5 wherein the



group is a group of formula:

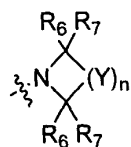


wherein:

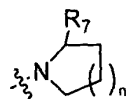
15 n is 1; and

R₇ is -C(=O)OR₁₄ where R₁₄ is alkyl; and the stereochemistry at the C₂ carbon atom of the pyrrolidine ring is (*S*).

13. The compound of Claim 1 wherein the



group is a group of formula:



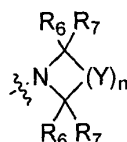
wherein:

5 n is 1; and

 R₇ is -C(=O)NR₁₄R₁₅ where R₁₄ and R₁₅ are independently selected from the group consisting of hydrogen, -(C₁-C₁₂) alkyl, substituted alkyl, or heteroalkyl, -(C₁-C₁₂) alkenyl, substituted alkenyl, or heteroalkenyl, -(C₁-C₁₂) alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C₁-C₈ alkyl or substituted alkyl)_{n9}-(C₃-C₁₂ arylene or heteroarylene)-(C₁-C₈ alkyl or substituted alkyl)_{n10} where n₉ and n₁₀ are independently 0 or 1; or R₁₄ and R₁₅ combine to form a substituted or unsubstituted -(C₄-C₁₀)cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

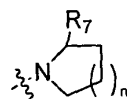
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14. The compound of Claim 1 wherein the



15

group is a group of formula:

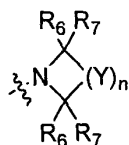


wherein:

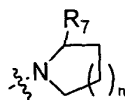
 n is 1; and

R_7 is $-C(=O)NR_{14}R_{15}$ where R_{14} and R_{15} are each independently hydrogen or $-(C_1-C_{12})$ alkyl, alkoxy, aryl, heteroaryl or R_{14} and R_{15} , when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

- 5 15. The compound of Claim 1 wherein the



group is a group of formula:

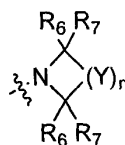


wherein:

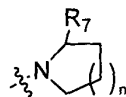
- 10 n is 1; and

R_7 is $-C(=O)NHR_{15}$ where R_{15} is H or $-(C_1-C_{12})$ alkyl, aryl, or heteroaryl or $-C(=O)NR_{14}R_{15}$ where R_{14} and R_{15} form a substituted or unsubstituted $-(C_4-C_{10})$ cyclic heteroalkyl.

- 15 16. The compound of Claim 1 wherein the



group is a group of formula:

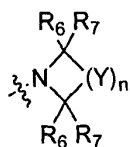


- 20 wherein:

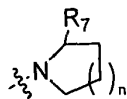
n is 1; and

R_7 is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenylaminocarbonyl, cyclopropylmethylaminocarbonyl, pyridin-2-ylaminocarbonyl, 5
 pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenylaminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-
 10 phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenylaminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-
 15 hydroxybutylaminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 3-methylbutylaminocarbonyl, *n*-pentylaminocarbonyl, cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 2,4-dimethoxyphenylaminocarbonyl, 3,4-methylenedioxyphen-5-ylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenylaminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylamino-carbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-ylcarbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, 30 imidazol-2-ylaminocarbonyl.

17. The compound of Claim 1 wherein the



group is a group of formula:



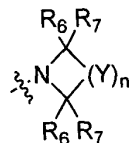
wherein:

5 n is 1; and

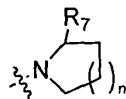
R₇ is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl; and the stereochemistry at the C2 carbon atom of the pyrrolidine ring, i.e., carbon carrying the R₇ group is (S).

10

18. The compound of Claim 1 wherein the



group is a group of formula:



15

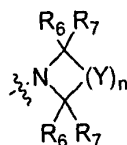
wherein:

n is 1; and

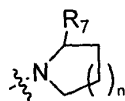
R₇ is -C(=O)OR₁₄ where R₁₄ is hydrogen or -(C₁-C₁₂) alkyl, alkoxy, aryl, or heteroaryl.

20

19. The compound of Claim 1 wherein the



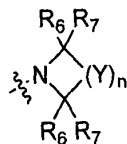
group is a group of formula:



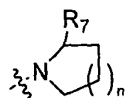
wherein:

- 5 n is 1; and
 R₇ is -C(=O)OR₁₄ where R₁₄ is alkyl; and the stereochemistry at the C₂ carbon atom of the pyrrolidine ring is (*S*).
20. The compound of Claim 13-19 wherein R₂ and R₄ are hydrogen.
- 10 21. The compound of Claim 20 wherein R₁ is halo.
22. The compound of Claim 21 wherein R₃ is alkyl.
- 15 23. The compound of Claim 22 wherein R₁ is fluoro.
24. The compound of Claim 22 wherein R₃ is *n*-butyl.
25. The compound of Claim 13-19 wherein R₁ is halo.
- 20 26. The compound of Claim 25 wherein R₁ is fluoro and R₂ and R₄ are hydrogen.
27. The compound of Claim 26 wherein R₃ is alkyl.
- 25 28. The compound of Claim 19 wherein R₁ is hydroxy.
29. The compound of Claim 28 wherein R₃ is alkyl.
30. The compound of Claim 29 wherein R₃ is *n*-butyl.
- 30 31. The compound of Claim 1 wherein R₁ is hydroxy.
32. The compound of Claim 31 wherein R₂ and R₄ are hydrogen and R₃ is alkyl.

33. The compound of Claim 31 wherein the



group is a group of formula:

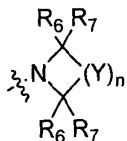


5 wherein:

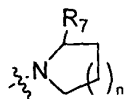
n is 1; and

R₇ is -C(=O)NR₁₄R₁₅ where R₁₄ and R₁₅ are independently selected from the group consisting of hydrogen, -(C₁-C₁₂) alkyl, substituted alkyl, or heteroalkyl, -(C₁-C₁₂) alkenyl, substituted alkenyl, or heteroalkenyl, -(C₁-C₁₂) alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C₁-C₈ alkyl or substituted alkyl)_{n9}-(C₃-C₁₂ arylene or heteroarylene)-(C₁-C₈ alkyl or substituted alkyl)_{n10} where n₉ and n₁₀ are independently 0 or 1; or R₁₄ and R₁₅ combine to form a substituted or unsubstituted - (C₄-C₁₀)cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

15 34. The compound of Claim 31 wherein the



group is a group of formula:

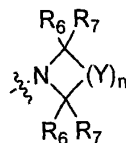


20 wherein:

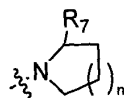
n is 1; and

R_7 is $-C(=O)NR_{14}R_{15}$ where R_{14} and R_{15} are each independently hydrogen or $-(C_1-C_{12})$ alkyl, alkoxy, aryl, heteroaryl or R_{14} and R_{15} , when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

5 35. The compound of Claim 31 wherein the



group is a group of formula:



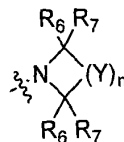
10 wherein:

n is 1; and

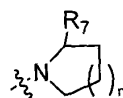
R_7 is $-C(=O)NHR_{15}$ where R_{15} is H or $-(C_1-C_{12})$ alkyl, aryl, or heteroaryl or $-C(=O)NR_{14}R_{15}$ where R_{14} and R_{15} form a substituted or unsubstituted $-(C_4-C_{10})$ cyclic heteroalkyl.

15

36. The compound of Claim 31 wherein the



group is a group of formula:



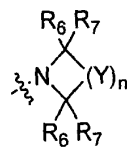
20

wherein:

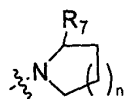
n is 1; and

- R₇ is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenylaminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutylaminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl, cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-ylmethylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenylaminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylaminocarbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-ylcarbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

37. The compound of Claim 31 wherein the



group is a group of formula:



5

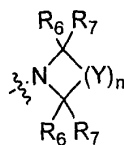
wherein:

n is 1; and

R₇ is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl;

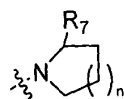
10 and the stereochemistry at the C2 carbon atom of the pyrrolidine ring, i.e., carbon carrying the R₇ group is (S).

38. The compound of Claim 31 wherein the



15

group is a group of formula:



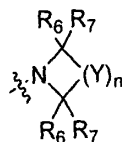
wherein:

n is 1; and

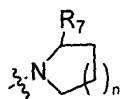
R₇ is -C(=O)OR₁₄ where R₁₄ is hydrogen or -(C₁-C₁₂) alkyl, alkoxy, aryl, or

20 heteroaryl.

39. The compound of Claim 31 wherein the



group is a group of formula:



5

wherein:

n is 1; and

R_7 is $-C(=O)OR_{14}$ where R_{14} is alkyl; and the stereochemistry at the C_2 carbon atom of the pyrrolidine ring is (*S*).

10

40. The compound of Claim 32-38 wherein R_3 is *n*-butyl.

41. The compound of Claim 13-19 wherein R_2 and R_4 are hydrogen.

15

42. The compound of Claim 41 wherein R_1 is hydroxy.

43. The compound of Claim 42 wherein R_3 is alkyl.

44. The compound of Claim 41 wherein R_3 is *n*-butyl.

20

45. The compound of Claim 1 selected from the group consisting of:

N-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-1,1-dimethylethoxycarbonyl)-pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide;

25

N-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-pyridin-1-ylcarbonyl)pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide;

30

N-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-azetidin-1-ylcarbonyl)-pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide;

N-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-ethylaminocarbonyl)pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide;

N-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-phenylaminocarbonyl)-pyrrolidin-1-carbonyl]-2-(*S*)-hydroxypropionamide;

5 *N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-pyrimidin-2-ylaminocarbonyl)pyrrolidin-1-carbonyl]-2-(*S*)-hydroxypropionamide; and

N-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-thiazol-2-ylaminocarbonyl)-pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide.

10 46. A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claims 1-45 and a pharmaceutically acceptable excipient.

47. A method of treatment of a disease in a mammal treatable by administration of a peptidyl deformylase inhibitor which method comprises administration of a
15 pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1-45 and a pharmaceutically acceptable excipient.

48. The method of Claim 47 wherein the disease is a bacterial disease.